

MARVEL
COMICS

1ST
SPECTACULAR
ISSUE!

DEC
#1

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN

CHAPTER ONE

EVERYBODY
LAUGHS AT THE
LOSER, PETER
PARKER™ --

-- BUT
NO ONE'LL
BE LAUGHING
AT THE
AMAZING
SPIDER-
MAN!

ALSO IN THIS ISSUE:
AN IMPORTANT
MESSAGE ABOUT
SPIDEY'S
ORIGIN!



SPIDER-MAN CHAPTER ONE

BITTER LESSON

THE LAST SOFT
BREEZES OF DYING
SUMMER HAVE BEEN
SWEEPED AWAY ON
THE KEENING EDGE
OF A GATHERING
STORM. THE WIND IS
COLD THIS AUTUMN
NIGHT...

...BUT THE TEARS
THAT SOAK THIS
BLACK AND SCARLET
MASK ARE SCALDING
HOT, HEATED BY THE
FIRES BLAZING IN
THE SOUL OF A
YOUNG MAN WHO
HAS JUST SEEN HIS
WORLD COME TO AN
END.

HIS NAME IS PETER
PARKER, BUT TO AN
EVER WIDENING AUDI-
ENCE HE HAS LATELY
COME TO BE MUCH
BETTER KNOWN AS
THE AMAZING
**SPIDER-
MAN**

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FAME AND FORTUNE OCCUPY HIS THOUGHTS NOT AT ALL AS HE HURLS HIMSELF OVER THE ROOFTOPS OF QUEENS.

INSTEAD, HE FINDS OLD MEMORIES HONED TO CRYSTAL CLARITY BY THE PAIN IN HIS HEART.

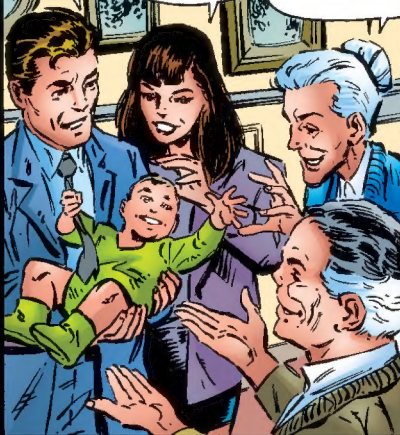
SOME THAT HE KNOWS HE CANNOT TRULY HAVE...

...OF NEARLY SIXTEEN YEARS EARLIER, WHEN HE IS INTRODUCED TO THE TWO PEOPLE WHO WILL BECOME THE CENTER OF HIS WORLD...

THIS IS YOUR UNCLE BEN AND AUNT MAY, PETEY.

YOU'LL BE STAYING WITH THEM WHILE YOUR DAD AND I ARE AWAY...

SUCH A BRIGHT BOY! HE UNDERSTANDS YOU, RICHARD!

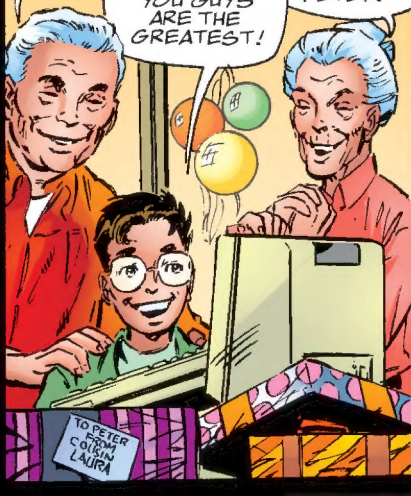


DIM MEMORY OF HIS PARENTS' DEPARTURE FADES AS YEARS SLIP BY IN THE DEVOTED CARE OF HIS AUNT AND UNCLE.

HAPPY BIRTH-DAY, PETER!

WOW! THE COMPUTER I WANTED! YOU GUYS ARE THE GREATEST!

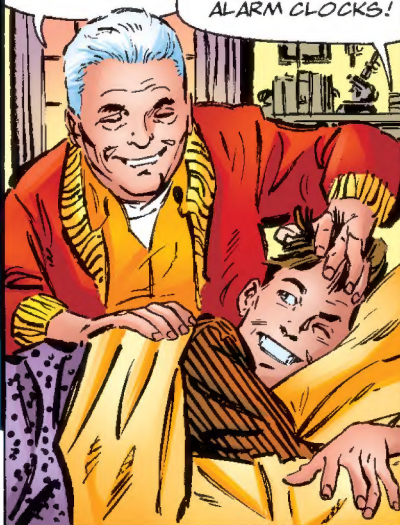
IT'S NO MORE THAN YOU DESERVE, PETEY!



AND SO PETER PARKER GROWS, NURTURED IN THE LOVING WOMB OF THIS HAPPY HOUSEHOLD.

COME ON, PETEY! TIME TO GET UP AND GET TO SCHOOL!

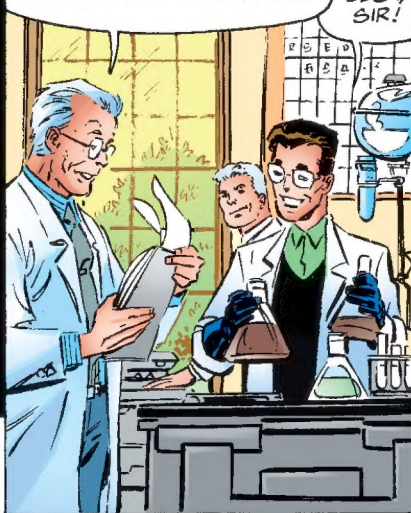
GEE, UNCLE BEN, YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!



AT SCHOOL, YOUNG PARKER IS ALREADY SHOWING THE GIFT OF GENIUS THAT SEEMS DESTINED TO CARRY HIM FAR IN THE WORLD.

EXCELLENT WORK, PARKER! KEEP THIS UP AND YOU'RE SURE TO WIN THAT SCHOLARSHIP TO STATE U!

I'LL DO MY BEST, SIR!



BUT ALL IS NOT ROSES IN THE LIFE OF SUCH A BOOKISH TEENAGER...

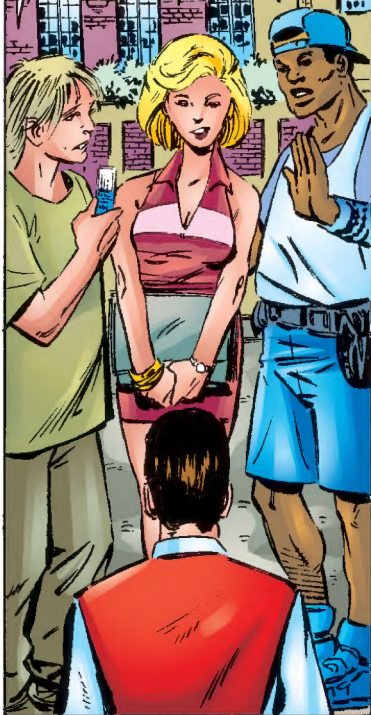


TEARS COME FASTER AS HE REMEMBERS THE WHIPLASH OF REJECTION...

WE NEED SOMEONE TO BUY THIS EXTRA TICKET TO THE STONES CONCERT...

HERE COMES PARKER. WHAT ABOUT HIM?

PUNY PARKER? HE'S THE POST-ER CHILD FOR UN-COOL, GIRL!

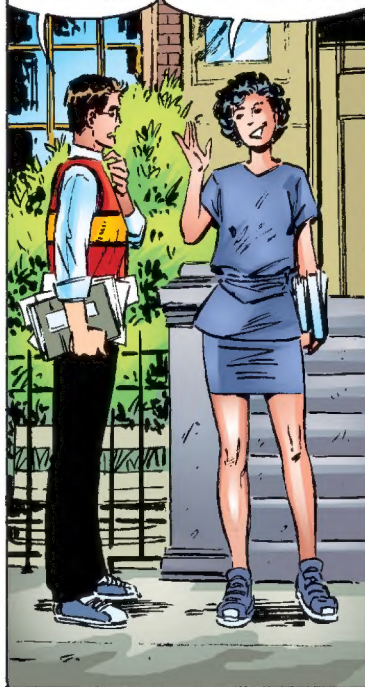


THE TAUNTS OF HIS CLASSMATES ARE NOT LOST ON PETER PARKER...

...BUT, FOR ALL HIS STUDIOUS NATURE, HE IS IN THE END A NORMAL BOY, WITH NORMAL NEEDS...

SALLY... I WAS WONDERING... IF YOU'RE NOT BUSY FRIDAY NIGHT...

YOU'RE NOT ASKING ME FOR A DATE, ARE YOU? I COULD HAVE MORE FUN DOING LAUNDRY!

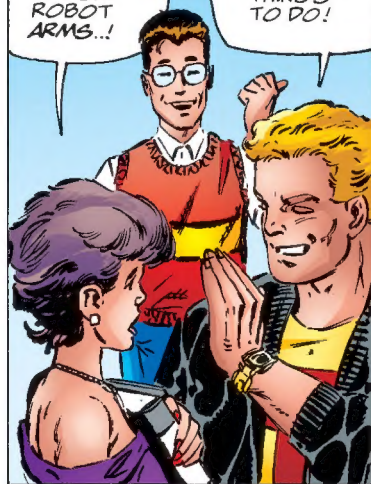


STILL, THE PERSISTENCE THAT EARNS HIM HIGH GRADES DRIVES PETER TO CONTINUE TO PURSUE THE COMPANIONSHIP OF HIS PEERS...

HEY, GUYS, I'M HEADING OVER TO SEE OTTO OCTAVIUS GIVING HIS DEMONSTRATION OF RADIATION MANIPULATIONS AT THE GENERAL TECHRONICS LABS. ANYONE ELSE WANNA COME WITH?

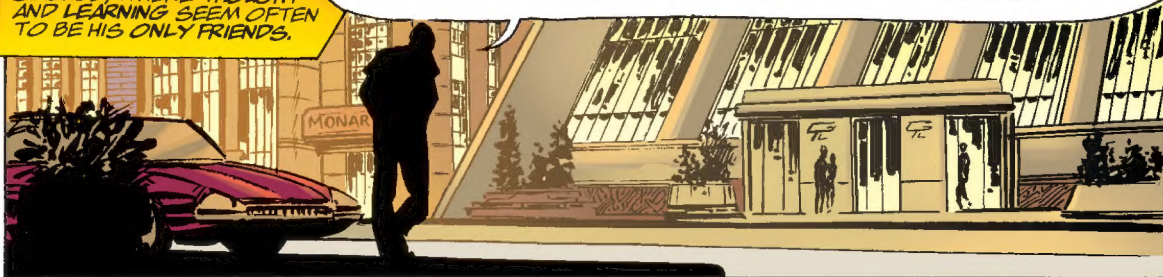
OCTAVIUS? THE ONE THEY CALL DOCTOR OCTOPUS? EEEWW! HE'S SO CREEPY! THOSE ROBOT ARMS...

GO HANG WITH YOUR EGGHEAD FRIENDS BY YOURSELF, PARKER. WE GOT IMPORTANT THINGS TO DO!



AND SO, THE LONELY LAD SEEKS SOLACE ONCE MORE IN THE REALMS OF SCIENCE, WHERE THOUGHT AND LEARNING SEEM OFTEN TO BE HIS ONLY FRIENDS.

THEY'LL BE SORRY! THEY MAKE FUN OF ME NOW, BUT SOME DAY I'LL BE A FAMOUS SCIENTIST, LIKE REED RICHARDS OR STEPHEN HAWKING... THEN THEY'LL ALL BE SORRY THEY DIDN'T WANT TO BE MY FRIENDS!



HOW IRONIC SEEM THOSE WORDS TO THIS TRANSFORMED PETER PARKER.

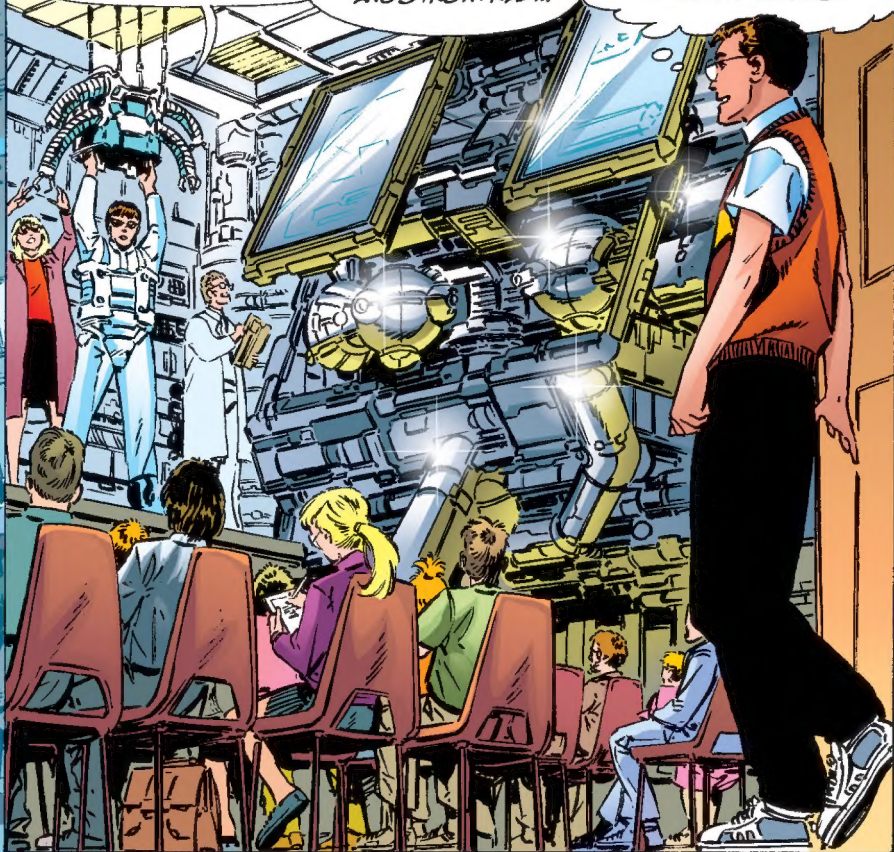
HE CHOKES ON THE BITTERNESS OF IT ALL, AS THE MEMORIES COME HARD AND FAST.

IN HIS MIND HE ENTERS ONCE AGAIN THE GREAT RADIATION CHAMBER AND, ALL UNKNOWING, COMES FACE-TO-FACE WITH DESTINY.

AS YOU KNOW, WE HAVE BEEN EXPERIMENTING HERE FOR SEVERAL YEARS NOW WITH THE PRECISE MANIPULATION OF VARIABLE WAVELENGTH RADIATIONS.

WITH THIS DEVICE, I HAVE BEEN ABLE TO CONTROL EMISSIONS TO WITHIN ONE AND A HALF ANGSTROM RADI.

DOCTOR OCTAVIUS IS THE MOST BRILLIANT MIND IN THE RADIATION FIELD. HE CREATED THOSE AMAZING ROBOT ARMS OF HIS SO HE COULD WORK UNHARMED WITH HAZARDOUS MATERIALS!



AS SOON AS THESE LEAD GLASS SHIELDS ARE SEALED, WE'LL SHOW YOU THE MOST DELICATE OPERATION EVER PERFORMED.

WOW! THIS IS INCREDIBLE! IF I COULD WORK WITH A GREAT MAN LIKE OTTO OCTAVIUS SOMEDAY, THAT WOULD MAKE IT ALL WORTHWHILE!



BUT, AS ALL EYES ARE FIXED ON THE MASSIVE GLASS PANELS, A TINY FORM GOES COMPLETELY UNNOTICED.



A SPIDER, OF THE SORT ANY ONE OF THESE GATHERED ONLOOKERS MIGHT HAVE CRUSHED UNDER A HEEL WITHOUT SO MUCH AS A THOUGHT.

PETER PARKER DID NOT SEE THE SPIDER AS IT SLIPPED INTO THE GREAT GLASS BOX...



...BUT HE FEELS ITS PRESENCE NOW IN EVERY MOVE HE MAKES, EVERY BREATH HE TAKES...

I WILL NOW EVACUATE THE SEALED CHAMBER, SINCE EVEN A SINGLE PARTICLE OF DUST COULD UNBALANCE THE CALIBRATIONS AND CAUSE DISASTER!

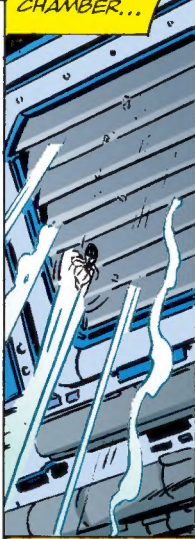
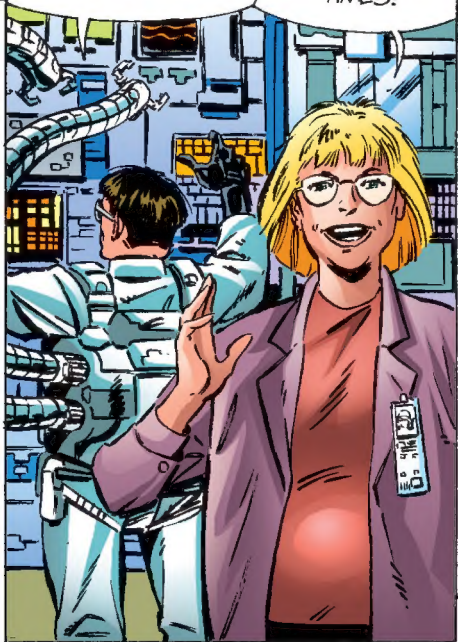
DON'T WORRY! THIS IS A PRO-CEDURE DR. OCTAVIUS HAS PERFORMED HUNDREDS OF TIMES!

A SLENDER THREAD KEEPS THE SPIDER FROM BEING SUCKED OUT OF THE CONTAINMENT CHAMBER...

...WITH ONLY SECONDS TO LIVE!!

I WILL NOW INCREASE THE RADIATION EMISSIONS UNTIL PRECISELY THE TOLERANCES I NEED ARE...

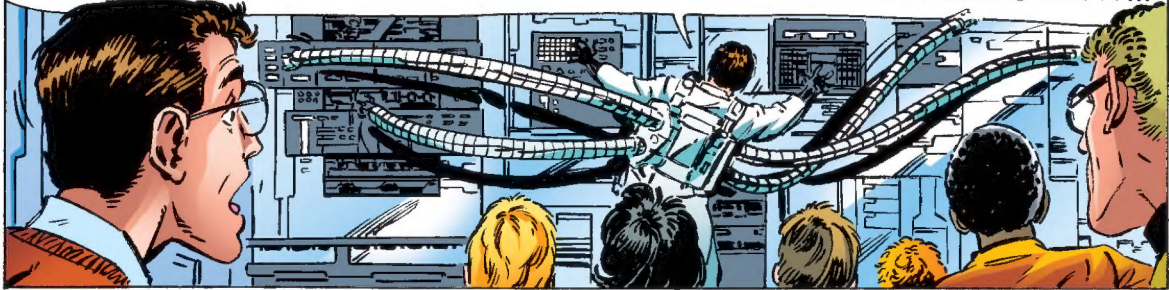
WAIT... SOMETHING IS ABSORBING RADIATION...???



...BUT LEAVES THE HAPLESS ARACHNID IN A HARD VACUUM...



THE VENTING MUST NOT HAVE CLEARED THE CHAMBER! I MUST TERMINATE THE EMISSIONS BEFORE...



EVEN NOW, MONTHS LATER, PETER PARKER CAN STILL FEEL THE SCALDING BREATH OF THAT BLAST...

...STILL HEAR THE BANSHEE WAIL OF TEARING METAL AND SHATTERING GLASS.

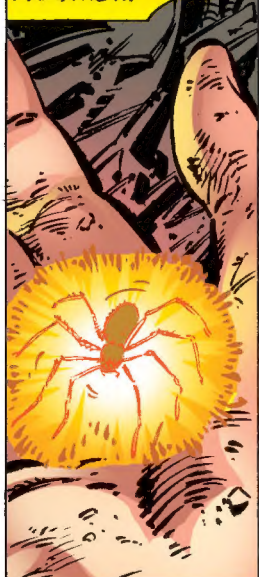


BUT IN THE AFTERMATH OF THAT BLAST THERE IS ONLY A TERRIFYING SLIPPING AWAY OF THOUGHT AND CONSCIOUSNESS...

...A CONSUMING PAIN AND CONFUSION.



THE SAME EMOTIONS WHICH MIGHT BE SAID TO DRIVE A DYING SPIDER, ITS BODY BURNING WITH THE FIRE OF ATOMIC RADIATION.



MILLIONS OF YEARS OF PROGRAMMING COMPEL IT TO STRIKE OUT AT ANY THING WHICH MIGHT BE THE SOURCE OF ITS SUDDEN, INEXPLICABLE AGONY.

TO PETER PARKER, AS HE HOVERS ON THE VERGE OF BLACK OBLIVION...



...THE STING OF THE SPIDER'S BITE IS BUT ONE MORE PAIN LAID INTO A SEEMINGLY INFINITE PATTERN OF HURT.

...SPIDER... BIT... ME... WHY...?

IN THE DAYS AND WEEKS THAT FOLLOW, ALL IS TRANSFORMED INTO A WAKING DREAM FOR PETER...

WE'VE DONE ALL WE CAN. I'M SORRY... HIS INJURIES WERE SO SEVERE, I'M FRANKLY AMAZED HE'S EVEN STILL ALIVE!

HE... HE'S STRONG. HIS WILL TO LIVE IS STRONG...

OH, PETER... PETER...!



BUT, AS OTHERS CAUGHT IN THE SAME BLAST SLIP AWAY, AS THE DEATH TOLL AND THE LIST OF CRIPPLING INJURIES GROWS LONGER...

...PETER PARKER DOES NOT DIE, IN FACT...

...HE SEEMS TO GROW STRONGER EACH DAY!

I'VE NEVER SEEN ANYTHING LIKE IT. BY ALL RIGHTS HE SHOULD HAVE BEEN DEAD WEEKS AGO. LORD KNOWS THAT ACCIDENT KILLED ENOUGH PEOPLE...

AND NO ONE HAS SEEN ANYTHING OF OTTO OCTAVIUS SINCE THAT TEAM FROM HIS LAB WHISKED HIM OUT OF THE HOSPITAL.

HE'S PROBABLY HIDING OUT FROM ABOUT A MILLION LAWSUITS!

I GUESS I OWE YOU FOLKS A BIG VOTE OF THANKS, HUH, DOC?

IT'S NOT ANYTHING WE'VE DONE, MR. PARKER. IF WE HAD THE EQUIPMENT AT THIS HOSPITAL, I MIGHT SUGGEST WE DO A DNA SCAN TO SEE IF THERE'S SOMETHING SPECIAL IN YOUR BASIC MAKE-UP.

IF THERE IS, IT'S NOT ANYTHING I'VE EVER NOTICED BEFORE, DOC.

I'VE HAD ALL THE COLDS, FLU, AND OTHER CHILDHOOD SICKNESSES YOU MIGHT EXPECT!

MEANWHILE, AS PETER WAS LATER TO LEARN...

THIS IS IT, MR. PARKER, THE TOP OF THE LINE HOME COMPUTER SYSTEM, FULLY LOADED AND READY TO GO!

GREAT! IF SOMEONE COULD HELP ME CARRY IT OUT TO THE CAR...?

I CAN DO THAT, MISTER.

I HOPE YOU PAID FOR THAT COMPUTER, PUNK.

WHY, THIS IS MY PURCHASE, OFFICER. THIS FELLOW IS JUST HELPING ME.

GET OF MY CASE, HARRIGAN! I'M CLEAN NOW!

BE SURE YOU STAY THAT WAY. THERE HAVE BEEN SEVERAL SECOND STORY JOBS IN THE NEIGHBORHOOD IN THE LAST WEEKS. NOTHING I CAN HANG ON YOU, BUT...

NOTHING YOU CAN HANG ON ME PERIOD. WHY DON'T YOU GO ARREST SOME OLD LADY FOR JAYWALKING OR SOMETHING?

BEN PARKER WOULD LATER DESCRIBE THAT CONFRONTATION TO HIS WIFE AND NEPHEW.

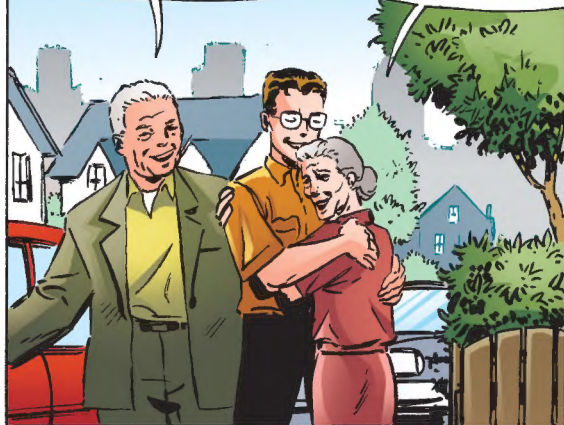


HE WOULD SPEAK OF THE DISCOMFORT HE FELT, BEING MADE PARTY TO SUCH AN UNPLEASANT MOMENT.

BUT SUCH FEELINGS WOULD BE GONE BY THE END OF THAT SAME WEEK...

HERE HE IS, MAY! BETTER THAN NEW, ACCORDING TO THE DOCTORS!

OH, PETER! AND TO THINK WE WERE AFRAID WE WERE GOING TO LOSE YOU!



THEN ONE DAY, AS PETER WALKS HOME FROM SCHOOL...

I REALLY DO FEEL BETTER THAN I EVER HAVE! IF I KEEP GETTING STRONGER LIKE THIS, HECK, I MIGHT EVEN TRY OUT FOR THE FOOTBALL TEAM!



MAYBE THEN SALLY, OR TIFFANY, OR LIZ...

HEY!!



WHAT THE...?!

I JUMPED STRAIGHT UP ALMOST FIFTEEN FEET!

I CAN CLIMB THIS SURFACE AS EASILY AS WALKING DOWN THE STREET!





A NEW WORLD HAD
SUDDENLY OPENED
BEFORE PETER!

BUT THERE WERE EVEN MORE
SURPRISES IN STORE!



HOLY...! I BARELY
SQUEEZED THAT
IRON PIPE AND IT
CRUMPLED LIKE
PAPER!



THE
SPIDER
!!

IT BIT ME! AND SOME-
HOW THE IRRADIATED
VENOM ALTERED MY
DNA!

I'VE GOT THE STRENGTH
AND AGILITY OF A MAN-
SIZED SPIDER!

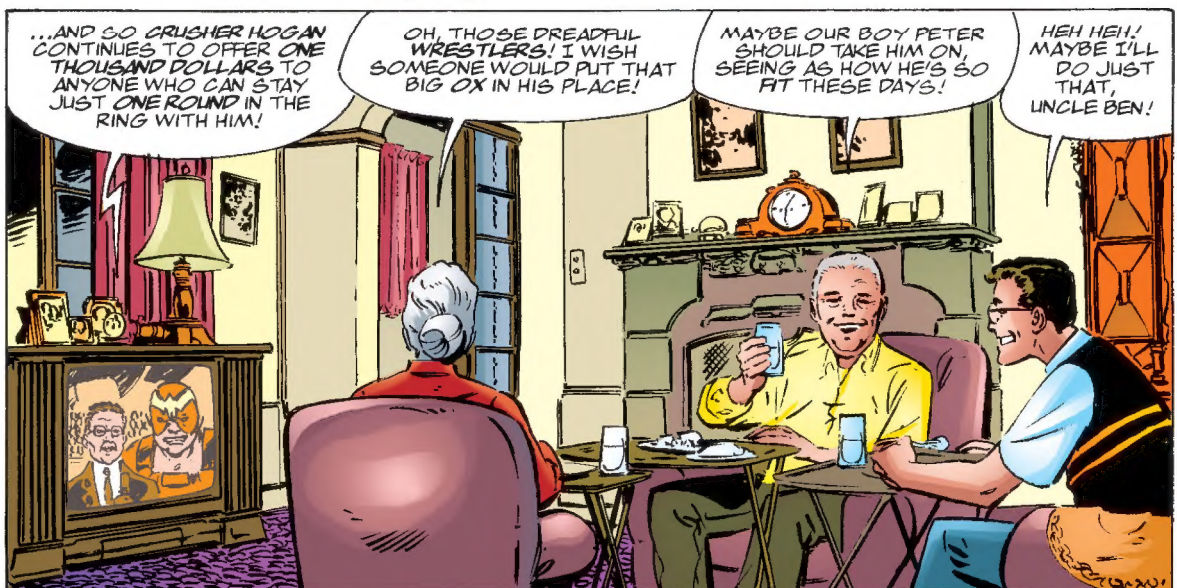


I'VE GOT TO THINK ABOUT
THIS! THERE HAVE BEEN
MANY SUPER-POWERED
PEOPLE IN THE WORLD
BEFORE ME...

...AND THEY ALL TURNED
THEIR TALENTS EITHER TO
EVIL OR FIGHTING IT!

I WONDER IF
THE FANTASTIC
FOUR COULD
USE A NEW
MEMBER..?

PETER?
DINNER IS
READY.



...AND SO CRUSHER HOGAN
CONTINUES TO OFFER ONE
THOUSAND DOLLARS TO
ANYONE WHO CAN STAY
JUST ONE ROUND IN THE
RING WITH HIM!

OH, THOSE DREADFUL
WRESTLERS! I WISH
SOMEONE WOULD PUT THAT
BIG OX IN HIS PLACE!

MAYBE OUR BOY PETER
SHOULD TAKE HIM ON,
SEEING AS HOW HE'S SO
FIT THESE DAYS!

HEH HEH!
MAYBE I'LL
DO JUST
THAT,
UNCLE BEN!

BEN PARKER'S WORDS ARE SPOKEN IN JEST...

...BUT THEY PLACE IN HIS NEPHEW'S MIND A THOUGHT THAT WILL NOT LEAVE.

AND SO, A FEW DAYS LATER...

YOU STILL LOOKING TO SHED THAT THOUSAND BUCKS, CRUSHER?

I'M HERE TO HELP YOU LIGHTEN YOUR WALLET!

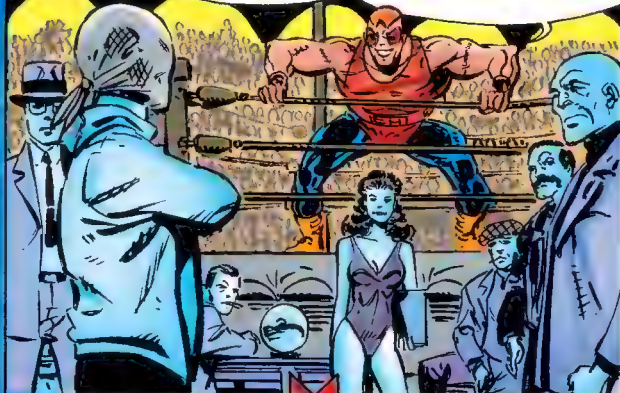
WELL, WELL! IF IT AIN'T TH' LITTLE MASKED MARVEL!

COME ON UP, SONNY-BOY! WE COULD ALL USE A GOOD LAUGH!

WHAT SAY WE FINISH THIS QUICK AND EASY, CRUSHER?

I'LL JUST HOLD YOU UP HERE FOR THE REST OF THE ROUND!

NO! NO! PUT ME DOWN! YOU WIN!



BE RIGHT THERE, CRUSHER!

HUH? HOW'D YOU DO THAT?



SPRINGS IN YOUR HEELS AIN'T GONNA HELP ONCE I GET MY MTTS ON YA...

HUH?



THE FEELING OF TRIUMPH PETER KNEW THAT NIGHT WAS AS NOTHING COMPARED TO WHAT WAS TO FOLLOW.

YOU AIN'T HUMAN! NO MAN COULD DO THAT!

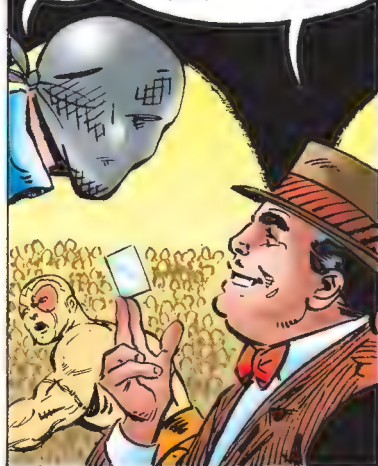
AH, QUITTER GRIPIN', CRUSHER! I'LL TAKE THAT THOUSAND IN CASH IF YOU DON'T MIND!

YOU CAN DO BETTER THAN THAT, KID!



HUH? WHO ARE YOU? AND WHAT DO YOU MEAN?

I'M AN AGENT -- AND WITH A TALENT LIKE YOURS, YOU COULD MAKE A FORTUNE IN TH' SHOW BIZ, KID! HERE'S MY CARD. COME UP WITH SOMETHING SLICKER FOR A MASK, AND GIVE ME A CALL!



AND SO...

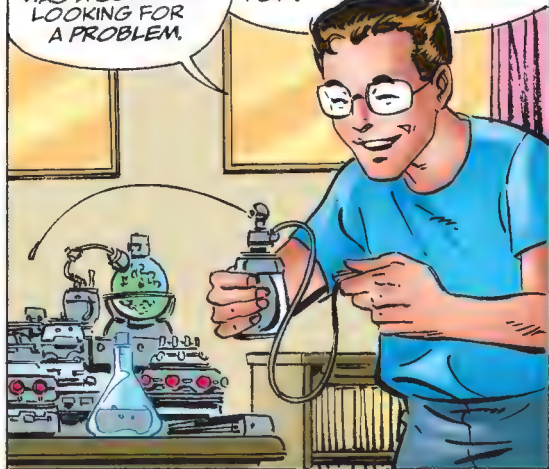
THOSE ART CLASSES AUNT MAY MADE ME TAKE ARE GONNA PAY OFF AFTER ALL!

WITH SOME SPANDEX AND A SILK SCREEN I CAN WHIP UP A FANCY COSTUME IN NO TIME!



THIS POLYMER EXTRUSION SYSTEM I COOK-UP LAST FALL WAS A SOLUTION LOOKING FOR A PROBLEM.

WITH A FEW MODIFICATIONS, PLUS MY NEW OUTFIT, I'LL BE JUST THE PACKAGE MAX IS LOOKING FOR!



"AND MY STAGE NAME IS OBVIOUS!"

"THE AMAZING SPIDER-MAN!!!"

I LIKE IT!! I REALLY LIKE IT!!



WHAT FOLLOWS IS A WHIRLWIND, AS PETER'S NEW AGENT SHOWS OFF HIS CLIENT TO AN ASTONISHED SERIES OF BOOKING AGENTS...

THE LADDER OF SUCCESS IS CLIMBED QUICKLY...

MAN THAT'S WEIRD!

...AS ONE SUCCESSFUL ENGAGEMENT LEADS TO ANOTHER...

...UNTIL THE VERY PINNACLE IS NEARLY ACHIEVED...

WELL, THAT'S THE LAST TIME I CAN PAY YOU IN CASH, KID. YOU'RE GETTING TOO FAMOUS NOT TO PAY TAXES! GUESS THAT MEANS YOU'LL HAVE TO TELL ME YOUR REAL NAME FINALLY.

NO CAN DO, MAX.

IF YOU'RE GONNA HAVE TO PAY ME BY CHECK FROM NOW ON, YOU CAN JUST MAKE 'EM PAYABLE TO SPIDER-MAN!

YES, IT SEEMED IN THOSE FIRST FEW DAYS THAT EVERYTHING HAD SUDDENLY GONE VERY RIGHT FOR PETER PARKER.

SWEPT INTO A WORLD ABOUT WHICH HE HAD PREVIOUSLY BARELY DREAMED, HE FOUND NEW DELIGHTS AWAITING HIM AT EVERY TURN.

AND, AT SCHOOL...

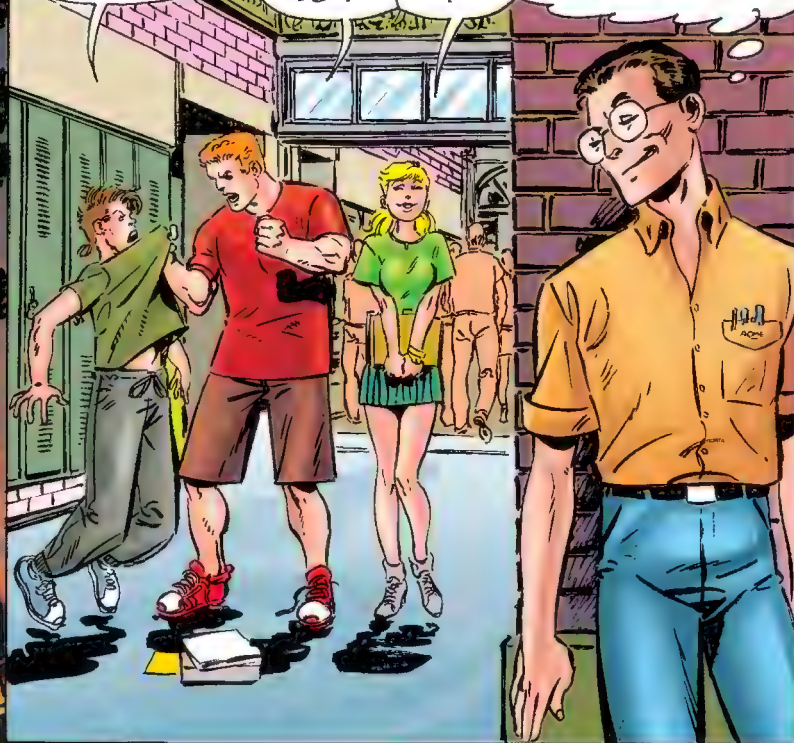
A BIG PHONY, I TELL YA! YOU CAN'T BELIEVE ANYTHING YOU SEE ON TV!

AH, HE'S JUST

HE'S NO PHONY! SPIDER-MAN IS THE GREAT-EST!

I'LL BET HE'S TO DIE FOR UNDER THAT MASK!

WELL, WELL! SO THE WORMS TURN, EH? WHO'D'VE THOUGHT FLASH THOMPSON AND LIZ ALLEN WOULD BE SPIDER-MAN FANS!



BUT PETER PARKER WAS SOON TO LEARN HIS GREAT SUCCESS DID NOT CARRY OVER TO HIS DAILY LIFE.

I DON'T KNOW HOW YOU THINK YOU CAN GET TICKETS TO A SPIDER-MAN SHOW, PARKER...

...BUT IT WOULD TAKE A LOT MORE THAN THAT FOR ME TO EVER BE SEEN IN PUBLIC WITH THE LIKES OF YOU!

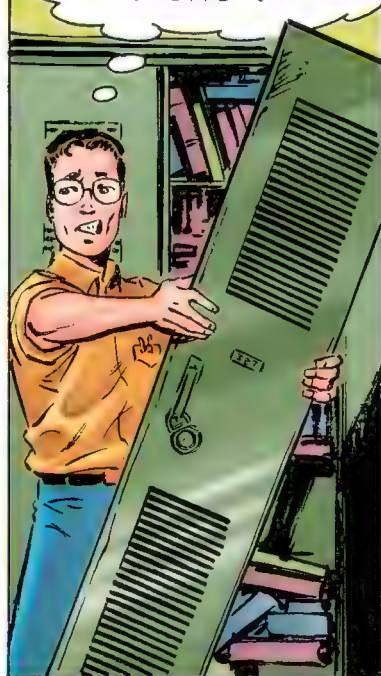
NOW, GO AWAY, LITTLE BOY, BEFORE I GET FLASH TO SQUASH YOU LIKE A SPIDER!

BLAST! WHAT'S THE USE OF BEING SPIDER-MAN IF...



I'M STILL NOT FULLY IN CONTROL OF MY ENORMOUS STRENGTH.

LUCKY LIZ DIDN'T SEE ME DO THAT! I'LL SNEAK BACK INTO SCHOOL AFTER THE SHOW TONIGHT AND TRY TO FIX MY LOCKER BEFORE ANYONE COMES IN TOMORROW!





BUT AS PETER MADE HIS PLANS FOR THE NEXT DAY, HE HAD NOT THE LEAST NOTION OF WHAT THOSE TWENTY-FOUR HOURS WOULD REALLY HOLD...



ANOTHER EARLY NIGHT, PETER?

YEP. BIG CHEM TEST TOMORROW, UNCLE BEN. I WANT TO MAKE SURE I'M AWAKE FOR IT!

I'LL COOK YOU A BIG BREAKFAST TO GET YOU STARTED, PETEY!



BIG BREAKFAST! BLESS HER! AFTER I GET PAID FOR TONIGHT, I'LL HAVE ENOUGH MONEY THAT AUNT MAY WILL NEVER HAVE TO COOK FOR ANYONE AGAIN!

SERVANTS! A BIG MANSION! MAYBE A PENTHOUSE IN MANHATTAN! YEAH, THAT'S GONNA BE THE LIFE FOR THE PARKER FAMILY FROM NOW ON...!

SUCH ARE A YOUNG MAN'S DREAMS!

BUT AS SPIDER-MAN SLIPS OUT OF HIS BEDROOM WINDOW THAT NIGHT...

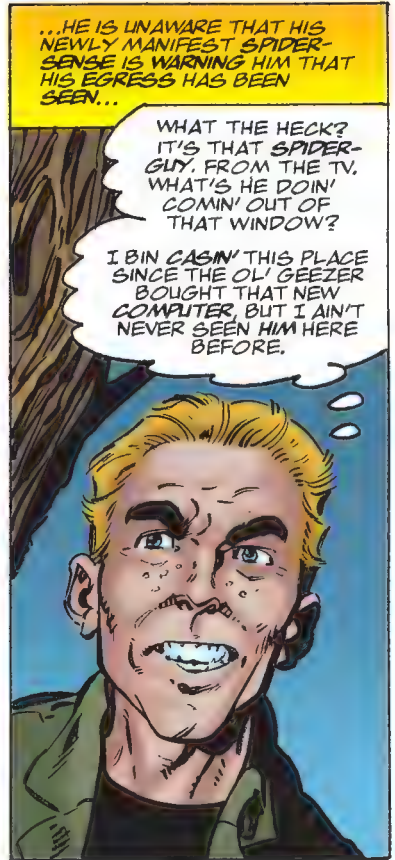
THAT'S FUNNY... A STRANGE TINGLING SENSATION, NEVER FELT ANYTHING LIKE IT BEFORE.



...HE IS UNAWARE THAT HIS NEWLY MANIFEST SPIDER-SENSE IS WARNING HIM THAT HIS EGRESS HAS BEEN SEEN...

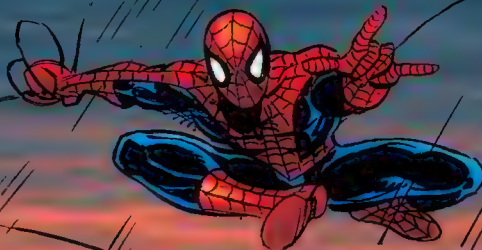
WHAT THE HECK? IT'S THAT SPIDER-GUY, FROM THE TV. WHAT'S HE DOIN' COMIN' OUT OF THAT WINDOW?

I BIN CASIN' THIS PLACE SINCE THE OL' GEEZER BOUGHT THAT NEW COMPUTER, BUT I AIN'T NEVER SEEN HIM HERE BEFORE.



PETER PARKER WOULD
LEARN LATER OF THIS
ONLOOKER ...

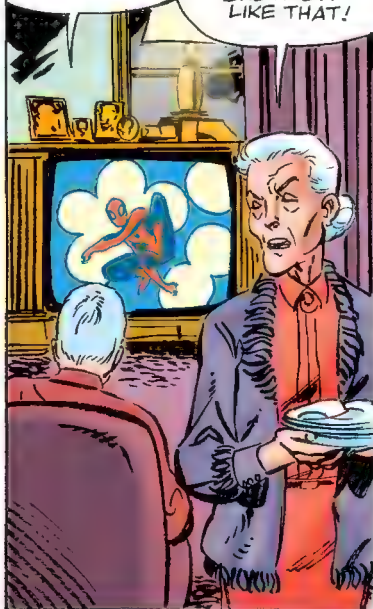
...BUT THAT MOMENT, HIS
MIND WAS OCCUPIED ONLY
WITH THE EXCITEMENT OF
THE EVENING AHEAD.



AND WHAT AN EVENING IT IS...

I'M SURPRISED
PETER DIDN'T
WANT TO STAY
UP AND WATCH
THIS SHOW!

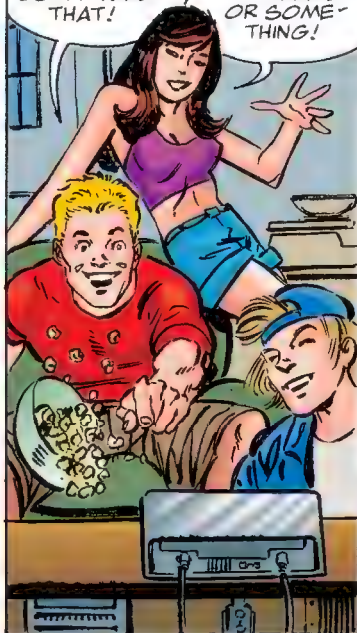
HE'S GOT
BETTER
THINGS TO
DO THAN
WATCH A
SHOW-OFF
LIKE THAT!



...AS THE AMAZING...

SEE? SEE?
LOOK AT
THAT! NO WAY
ANYBODY
COULD FAKE
THAT!

OKAY,
OKAY! CALM
DOWN,
FLASH! YOU
SOUND LIKE
A TREKKIE
OR SOME-
THING!

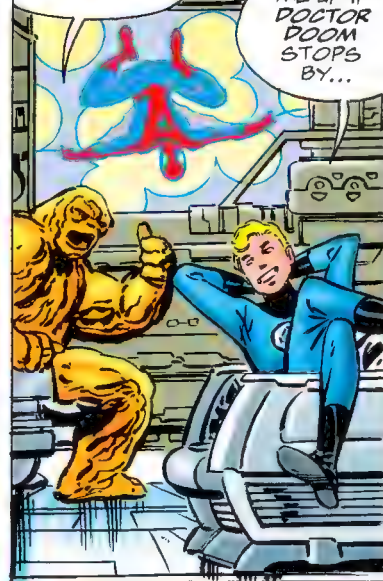


...THE SPECTACULAR...

PRETTY
SLICK, I
MUST SAY!
HEY, HOT-
SHOT, LOOKS
LIKE YOU GOT
COMPETITION!

RIGHT! LIKE I
HAVE TO
WORRY ABOUT
SOME DOORUS
IN A SPIDER-
SUIT!

WAKE
ME UP IF
DOCTOR
DOOM
STOPS
BY...



...SPIDER-MAN PUTS ON...

COULD HE BE
A MUTANT,
PROFESSOR?

I DO NOT
KNOW,
CYCLOPS.

THOSE
STRANGE
POWERS...

BUT, CERTAINLY,
THIS "SPIDER-
MAN" BEARS
WATCHING!

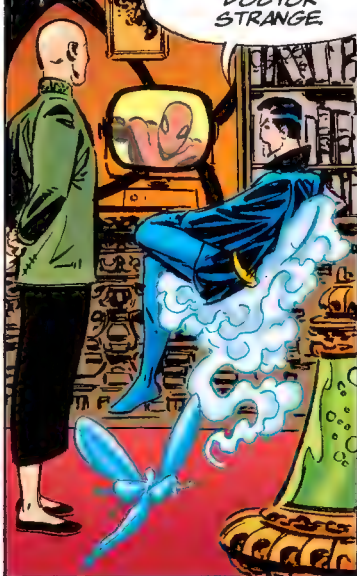


... A SHOW TO TOP...

A MOST
IMPRES-
SIVE DIS-
PLAY, IS
IT NOT,
MASTER?

INDEED, WONG.

BUT, THANKFULLY,
NOTHING WHICH
NEED BE OF
PRESENT
CONCERN TO
DOCTOR
STRANGE.



... ALL OTHER SHOWS!

CHECK IT OUT,
DOC! SEEMS
LIKE THERE'S
ALL KINDS OF
SUPERDUDES
APPEARING
ALL OF A
SUDDEN!

PRAY FOR
THEM, RICK.
PRAY THEY
WALK AN
EASIER PATH
THAN THE ONE
FATE HAS
CHOSEN FOR
ME!



SPIDER-MAN FEELS HIS HEART RACING NOW.

HIS DESTINATION IS IN SIGHT, AND THE MEMORIES OF WHAT BROUGHT HIM TO THIS PLACE TUMBLE FASTER AND FASTER THROUGH HIS MIND...

IS IT TRUE YOU'RE DATING CINDY CRAWFORD...?

WHY THE MASK? IS IT TRUE YOU'RE REALLY TOM CRUISE?

LATER, PEOPLE! TALK TO MY AGENT IF YOU WANT A STORY!

I'VE GOT A MILLION DOLLAR CONTRACT RIGHT HERE, SPIDEY! ALL YOU HAVE TO DO IS SIGN!

WHEW! DO ALL THE BIG STARS HAVE TO GO THROUGH THIS, I WONDER?

HUH...? OH, MAN, AM I GLAD TO SEE YOU!

YOU'RE A SECOND STORY MAN LIKE ME, RIGHT? YOU CAN HELP ME DITCH THIS COP!

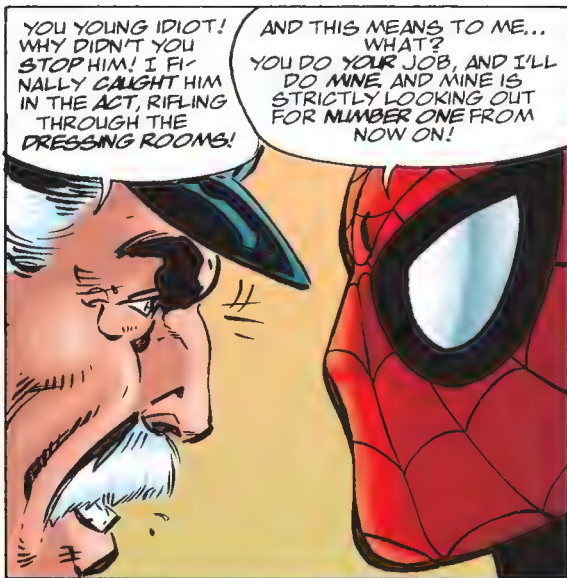
PAL, I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT!

STOP HIM! STOP HIM!

LATER FOR YOU, HARRIGAN!

HEY, I KNOW YOU! YOU'RE A CAPTAIN AT THE FOREST HILLS POLICE PRECINCT...

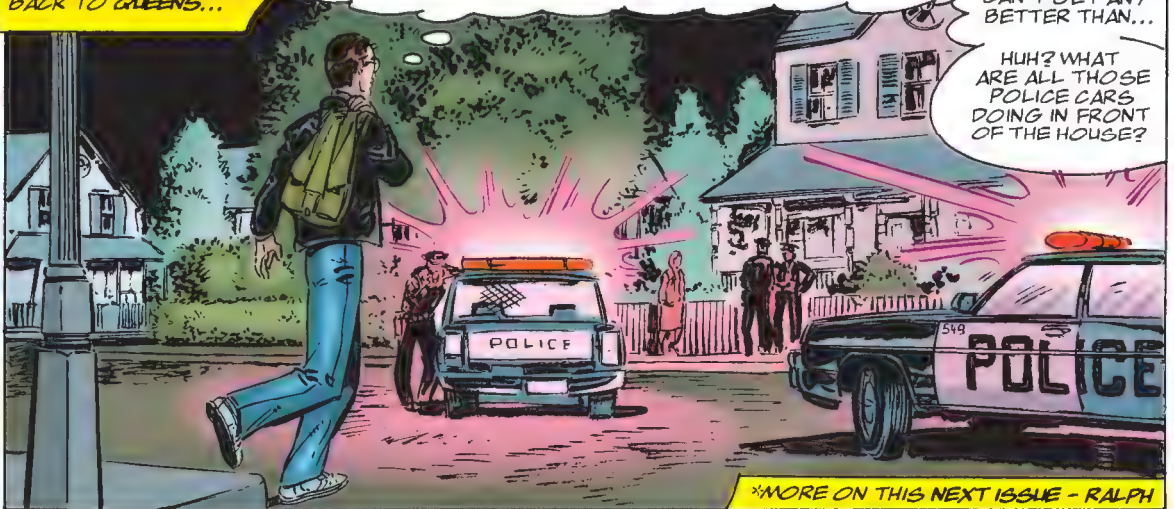
WHAT ARE YOU DOING HERE...?

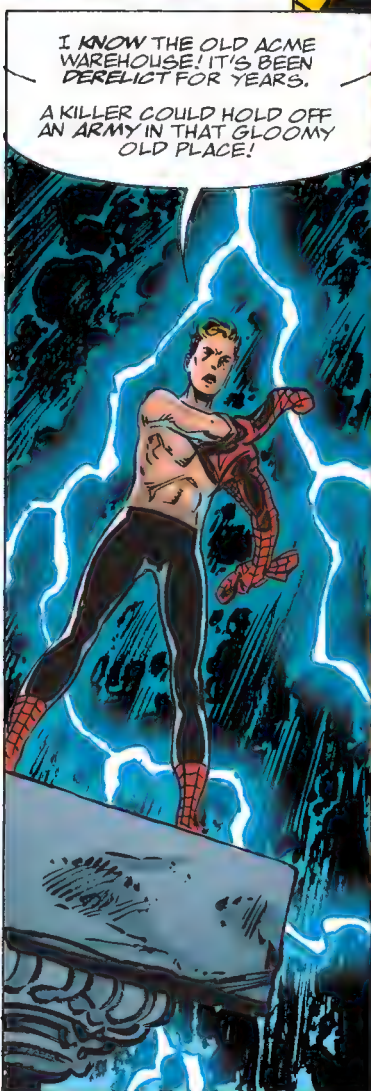
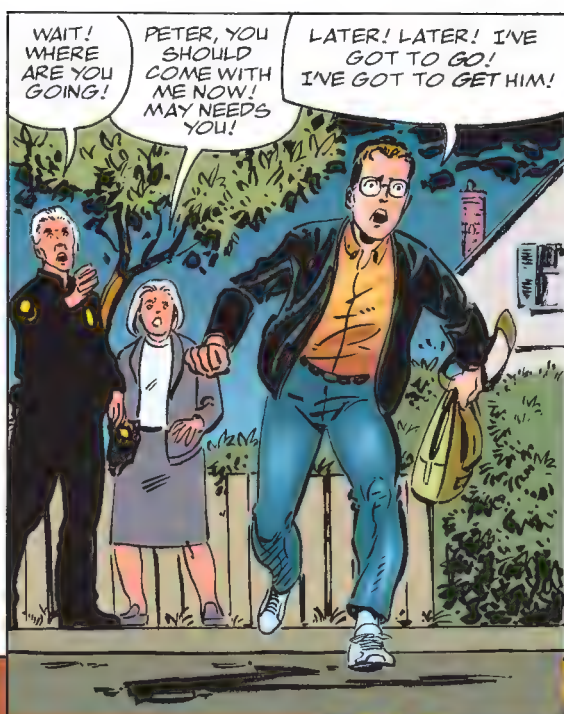
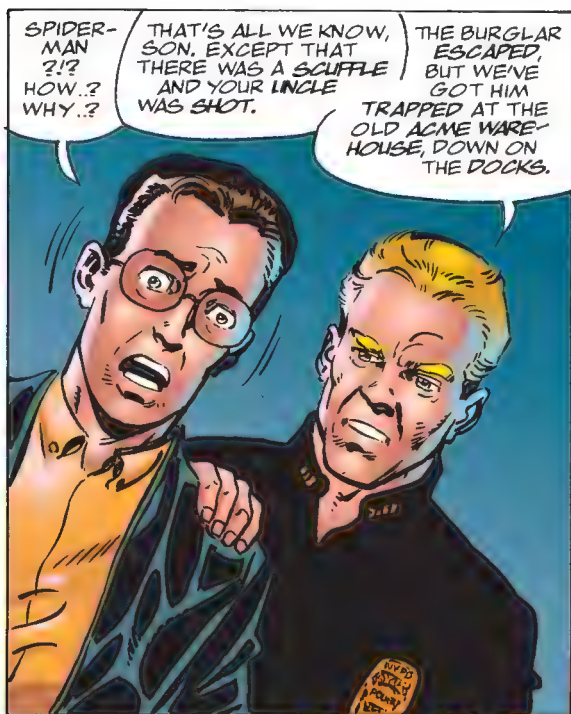


BUT, A FEW HOURS LATER, WHEN PETER PARKER FINALLY FINDS HIS WAY BACK TO QUEENS...

GREAT SHOW, AND I HAD NO TROUBLE DEPOSITING THAT HUNDRED THOUSAND DOLLAR CHECK IN MY NEW BANK ACCOUNT! *

LIFE JUST CAN'T GET ANY BETTER THAN...







IT'S JUST AS I THOUGHT!
ALL THE KILLER HAS TO DO
IS WAIT, AND HE CAN PICK
OFF THE COPS LIKE FLIES IF
THEY TRY TO APPROACH!



ALL I GOTTA DO IS HOLD
'EM OFF TILL THE MOON
GOES DOWN, THEN I CAN
SLIP AWAY IN THE
DARKNESS!

YOU'RE NOT
GOING ANYWHERE,
KILLER!



HUH? OH, MAN, AM
I GLAD TO SEE YOU!
YOU CAN GET ME
OUTTA HERE EASY!

GET YOU OUT OF
HERE? WHAT ARE YOU
TALKING ABOUT?



HEY,
PAL,
IT'S
ME!

I WENT TO THAT HOUSE CUZ I KNEW
YOU'D BIN CASING IT, JUST LIKE ME! I
FIGGERED THERE WAS A GOOD
CHANCE YOU'D COME
BACK THERE.

WH-WHAT...??

HEY, DON'T WORRY, PAL! I
AIN'T GONNA BLOW YOUR
LITTLE TV STAR GIG!

BUT AS LONG AS YOU'RE
GONNA PLAY CAT BURLAR
ON TH' SIDE, YOU AN' ME,
WE COULD BE PARTNERS!
WITH YOUR TALENT AND MY
BRAINS...

NO! NO!!
I DIDN'T
EVEN
RECOG-
NIZE YOU,
IT WAS
ALL SO
UNIM-
PORTANT
TO ME!

YOU'RE THE ONE I DIDN'T STOP!

AND NOW UNCLE BEN IS DEAD!!

BECAUSE OF ME!!!



NO...
NO...

GOTTA STOP.
BEFORE I
KILL HIM.



HE'S OUT COLD, PROBABLY
SINCE MY FIRST PUNCH.
HE DIDN'T HEAR ANYTHING I
SAID.

NOW... THERE'S ONLY ONE
THING FOR ME TO DO...



THE MOON WILL BE DOWN
SOON. I HATE TO RISK IT
BUT WE HAVE NO CHOICE BUT
TO RUSH THE PLACE!

HOLY
COW!
LOOK!

IT'S
HIM!!

ON THE
END OF A
SPIDER-
WEB!!

MY FAULT...
ALL MY
FAULT.

BECAUSE I
DIDN'T STOP
THAT PUNK
WHEN I COULD
HAVE!

NOW UNCLE
BEN IS
DEAD!

HE'S
DEAD!!

THE NIGHT ENDS. A LEAN,
SILENT FIGURE FADES INTO
THE SHADOWS, AWARE AT
LAST OF THE TRUE MEANING
BEHIND THE BITTER LESSON
FATE HAS TAUGHT.

AWARE AT LAST THAT
WITH GREAT POWER
THERE MUST ALSO
COME GREAT
RESPONSIBILITY.

NEXT ISSUE: THE LEGEND
OF SPIDER-MAN CONTINUES
TO UNFOLD. AS PETER
PARKER FINDS THE WORLD
IS NOT YET DONE PLAYING
ITS CRUEL JOKES ON HIM.

JOIN US IN TWO WEEKS AS
SPIDER-MAN MEETS A
MYSTERIOUS FOE, BATTLES
THE FANTASTIC FOUR, AND
LEARNS OF THE ONE ENEMY
EVEN HE CAN NEVER HOPE
TO DEFEAT!



Tyrant
Lizard
King

EMPIRE